

**UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:)
) Chapter 11
)
Aereo, Inc.) Case No. <u>14-13200 (SHL)</u>
)
Debtor.)
)

**ORDER DENYING DEBTOR'S MOTION FOR ENTRY
OF AN ORDER APPROVING KEY EMPLOYEE INCENTIVE PLAN**

Upon the motion (the "Motion" Docket Nos. 9 and 119) of the above-captioned debtor and debtor-in-possession (the "Debtor") seeking entry of an order, pursuant to 11 U.S.C. §§ 105(a), 363(b) and 503(c), authorizing the Debtor to make certain incentive payments pursuant to a Key Employee Incentive Plan (as amended and revised, the "KEIP"); and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having reviewed the Motion and having heard statements in support of and opposed to the relief requested therein at a hearing before the Court held on January 13, 2015;

IT IS HEREBY ORDERED THAT:

The Motion is denied for the reasons set forth by the Court at the January 13, 2015 hearing and as reflected in the transcript thereof.

Dated: January 15, 2015
New York, New York

/s/ Sean H. Lane
The Honorable Sean H. Lane
United States Bankruptcy Judge